

MAYER • BROWN

Mayer Brown LLP
700 Louisiana Street
Suite 3400
Houston, Texas 77002-2730

Main Tel +1 713 238 3000
Main Fax +1 713 238 4888
www.mayerbrown.com

Andres G. Romay
Direct Tel +1 713 238 2694
Direct Fax +1 713 238 4694
aromay@mayerbrown.com

September 10, 2010

BY EMAIL

Counsel for Debtors

William Wallander
Clayton Hufft
Beth Lloyd

The United States Trustee

Nancy Resnick

Counsel for Creditor's Committee

Richard M. Roberson
Michael S. Hayes

Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) (the "Order"), enclosed please find (i) an invoice in the amount of \$108,523.20 from Mayer Brown LLP with respect to fees incurred in the time period from July 1, 2010 through July 31, 2010, and (ii) an invoice in the amount of \$126,341.83 from Conway MacKenzie with respect to fees incurred in the time period from August 1, 2010 through August 31, 2010.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay

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September 7, 2010

Mayer Brown LLP
230 South LaSalle Street
Chicago, IL 60604-1404

Invoice Number: 34220687

Main Tel: +1 312 782 0600
Main Fax: +1 312 701 7711
www.mayerbrown.com

Amegy Bank
2501 North Harwood, 16th Floor
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

For professional services rendered for the period ended July 31, 2010

Re: Tri-Dimension Energy
Matter No: 10100468

Fees	\$105,986.25
Disbursements	<u>2,536.95</u>
Total Fees and Disbursements	<u>\$108,523.20</u>

Reminder statements will be sent for outstanding invoices.

Mayer Brown LLP

10100468
 Amegy Bank
 Tri-Dimension Energy

Page 2
 Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
07/01/10	Kelley, Charles S.	Conference with Stephens re issues on conflict; respond to inquiry from Wallander on Lenders' views on various issues re sale and farm outs.	1.25
07/02/10	Folladori, Marc H.	Prepare outline of points regarding draft Equity Purchase Agreement responsive to client's concerns regarding [REDACTED]	2.50
07/02/10	Kelley, Charles S.	Attention to Tridimension PSA and comments from M. Follidori re same.	1.25
07/06/10	Kelley, Charles S.	Conference with Wallander re zone, Vada and [REDACTED] (0.5); correspondence to client responding to [REDACTED] (0.75) Circulate and Review Market update from Stephens (1.0); Participate in Stephens conference call regarding sale process update (2.0); correspond with banks re [REDACTED] (1.25); address escrow issues on professional fees (0.25).	5.75
07/06/10	Romay, Andres G.	Weekly conference call with Stephens and the Debtors regarding the status of the sales process. Review and analyze email correspondence regarding KERP/KEIP proposals, Vada demand letter and other issues in connection with the cases.	1.50
07/06/10	Snow, Suzanne B.	Revise TriDimension recording set for scanning and cd production.	0.50
07/07/10	Hersh, Alan W.	Research re: issue of [REDACTED]	0.50
07/07/10	Kelley, Charles S.	Analysis of existing status of debtor for John Murray and Hank and Mary Katherine (1.0); review summary of case by J Murray (0.5); Conference with R. Roberson of Committee on various issues (0.5); various conferences with UBOC and BMO on [REDACTED] (0.75).	2.75
07/07/10	Romay, Andres G.	Meeting with Alan Hersh to discuss research project regarding Louisiana and Mississippi law.	0.25
07/08/10	Kelley, Charles S.	Conference with R. Roberson of Committee on issues of discovery and concern re KERP / KEIP, employees and Jamey Ryan; review issues on discovery and materials received from Debtors; review motions of Debtors; analyze property and lien situation; attention to CMI retention as FAs for Amegy; conference with A. Romay re [REDACTED]; outline Weyerhaeuser issues for client; Correspondence with Wallander re issues on farm outs and J Ryan companies.	4.25

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 3
Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
07/08/10	Propst, Tristan E. Review recorded documents; correspond with Valinda Wolfert regarding same.	0.75
07/09/10	Hersh, Alan W. Research re: [REDACTED]	1.50
07/09/10	Kelley, Charles S. Conference with Mary Katherine Turner, Hank Holmes, John Murray and Andy Romy to discuss file, case and forward progress (1.0); conference with J. Young and J. Huddleston re issues to address and procedure on materials to obtain (1.25); draft correspondence to debtor to arrange for access to Stephens, Oneil, FTI and property records for FAs and MB (0.5); Review Weyerhauser records and materials re farmout of collateral of banks (0.5); review materials shipped last evening from Debtors and analyze legal issues on Lenders' claims (1.25); attention to issues on Jamey Ryan and negotiations (0.5); conference with Wallander re Ryan, KERP and Debtors operations impacting sale process (1.5);	6.50
07/09/10	Romy, Andres G. Conference call with client and client's financial advisor regarding issues arising from [REDACTED] KEIP. Review email correspondence regarding the Weyerhauser farmout agreement. Confer with client regarding [REDACTED]. Confer with Bill Wallander regarding KERP/KEIP and the Weyerhauser farmout issues. Email correspondence regarding the KERP/KEIP issues and other issues arising in connection with the bankruptcy cases. Confer with Charles Kelley regarding status of case.	3.75
07/10/10	Kelley, Charles S. Review issues on Weyerhauser agreement and related documents on farm out (0.25); attention to Sales process, vada and related items per email from Debtors counsel (0.5).	0.75
07/12/10	Hersh, Alan W. Completing research on [REDACTED]	3.00
07/12/10	Kelley, Charles S. Call with Agent and FAs to discuss [REDACTED] (0.5); conference with Wallander conveying information on KERP and Lenders views on structure of KERP (0.); review Stephens' Scorecard laying out role of each prospective purchaser (1.0); conference with Wallander re KEIP issues and O'Neil's resume (0.5); correspondence to Lenders [REDACTED] (0.25).	2.75
07/12/10	Romy, Andres G. Conference call with client regarding [REDACTED] Email correspondence regarding KERP/KEIP issues. Analyze motion by Vada Group seeking recoupment.	1.25
07/13/10	Hersh, Alan W. Memo drafting on [REDACTED]	2.00

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 4
Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
07/13/10	Kelley, Charles S.	Responding to inquiry of FAs on [REDACTED] (0.5); conference with Wallander re same (0.25); Participate in call with Stephens and banks re sale process and detailed discussion of bids and process (1.25).	2.00
07/13/10	Romay, Andres G.	Weekly conference call regarding the status of the sale process. Email correspondence regarding KERP/KEIP, DIP budget, and other issues arising in connection with the bankruptcy cases.	1.50
07/14/10	Kelley, Charles S.	Conference with Wallander and issues on sale process (0.5); Meeting with Conway MacKenzie to discuss case, process and issues and credit agreement overall (3.5); participate in call with Amegy and Conway MacKenzie to discuss status and projects (0.5); conference with Romay re analysis issues and [REDACTED] (0.25); conference with Wallander re potential reserve report and costs (0.25); review issues on retention plan and KEIP and revise spreadsheets to reflect potential lender counterproposals (0.5);	5.50
07/14/10	Romay, Andres G.	Meeting with financial advisors regarding status of case and sales process and issues arising in connection therewith. Email correspondence regarding KERP/KEIP.	5.50
07/15/10	Hersh, Alan W.	Addressing [REDACTED]	3.25
07/15/10	Kelley, Charles S.	Attention to KERP negotiations with debtors and communications to Lenders and professionals re same (1.5); attention to legal research [REDACTED] (0.5); forward counter-to counter from Debtors on KERP (0.25); conference with FAs re [REDACTED] (0.75); conference with Wallander to convey Lenders' views on KERP (0.75); draft correspondence to debtors re confirmation of offer from Lenders on KERP (0.5).	4.25
07/15/10	Romay, Andres G.	Email correspondence regarding Vada's motion regarding recoupment. Analyze Vada's motion.	0.50
07/16/10	Hersh, Alan W.	Writing memo on addressing [REDACTED]	1.00
07/16/10	Kelley, Charles S.	Conference with J. Young and J. Huddleston re issues in case, [REDACTED] (2.0); conference with Wallander re counterproposal of Lenders and issues (0.5); discussion with client response of Debtors re same (0.5); conference with Conway MacKenzie re issues on [REDACTED] (0.25); follow up correspondence with Banks on [REDACTED] (0.25); correspondence with J Murray re [REDACTED] (0.25);	3.75

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 5
Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
07/16/10	Romay, Andres G.	Email correspondence regarding budgets and prepetition claims amounts. Draft and revise proof of claim.	4.00
07/17/10	Kelley, Charles S.	Review recent motions in Tri-Dimension case; attention to claim related documents; review credit agreement with respect to Proof of Claim.	1.50
07/19/10	Hersh, Alan W.	Continuing [REDACTED]	2.50
07/19/10	Kelley, Charles S.	Review KERP motion and exhibits, order and legal authority (0.5); review and edit proposed KERP order (0.25); further discussion with Debtor re [REDACTED] (0.5);.	1.25
07/19/10	Romay, Andres G.	Review and analyze debtor's motion for key employment retention program and provide comments with respect to the same. Email correspondence regarding the same. Analyze various pleadings filed in connection with the bankruptcy case. Email correspondence regarding the same. Draft and revise proof of claim for banks. Call with Charles Kelley regarding [REDACTED] Draft and revise list of working schedule and key dates.	4.75
07/20/10	Hersh, Alan W.	Analyzing [REDACTED]	2.50
07/20/10	Kelley, Charles S.	Correspondence to client re [REDACTED] (0.5); revise and edit KEIP per discussion with FAs (0.5); conference with J. Young re [REDACTED] (0.5); circulate offer from party and marketing update to lenders (0.25); review marketing update (0.5).	2.25
07/20/10	Romay, Andres G.	Draft and revise proof of claim. Participate in weekly conference call with Stephens and Debtors in connection with the status of the sales process. Call with Bill Wallander regarding various issues in connection with the bankruptcy cases. Analyze pleadings filed in the bankruptcy cases, including, the Debtors' monthly operating report. Call with lender's financial advisors regarding status of cases. Call with Charles Kelley regarding various issues arising in connection with the bankruptcy cases. Review and analyze the interim application for compensation received from Gardere Wynn and Vinson & Elkins. Draft cover letter in connection with the lender's attorneys fees and expenses for the month of May 2010.	7.75
07/21/10	Kelley, Charles S.	Attention to debtors budget amendment requests (0.5); conference with Romay re [REDACTED] (0.25); attention to issues on [REDACTED] (1.25).	2.00

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 6
Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
07/21/10	Romay, Andres G. Email correspondence regarding sales process; email correspondence regarding meetings with Stephens; review and analyze monthly reporting statements; email correspondence regarding the same; and email correspondence with financial advisors regarding various issues in the case.	3.75
07/22/10	Kelley, Charles S. Review [REDACTED] (0.25); attention to issues on [REDACTED] (0.5); draft correspondence to lenders re same and various conferences with BMO and Amegy responding to inquiries on each (0.75);	1.50
07/23/10	Kelley, Charles S. Responding to Debtors' Todd Perry re budget and fees (0.25); reviewing latest budget from Todd at FTI (0.5); conference with FAs re [REDACTED] (0.5); attention to retention of additional professionals for lenders (0.75); review and analyze Huddleston questions and prepare responses for benefit of FAs (1.25); conference with Wallander re issues on sale and meeting with Stephens (0.5); review Vada materials from Beth Lloyd at VE (1.5)	5.25
07/23/10	Romay, Andres G. Draft and revise proof of claim. Email correspondence regarding the same; Draft and revise retention letter for Bill Von Gonten.	1.75
07/25/10	Kelley, Charles S. Evaluate and analyze issues on [REDACTED]; review requests from FAs on information from debtors; generate list of materials for Debtor to provide.	1.25
07/26/10	Kelley, Charles S. Prepare for meeting with Stephens on valuation issues (0.5); prepare agenda for meeting (0.25); Conference with Romay re meeting with client and Stephens (0.5); conference with Wallander re meeting (0.25); Meeting at Mayer Brown's offices with Stephens and Amegy regarding sale process, data and operations of wells (1.5); conference with Lenders following meeting re follow-up (0.5); conference with A. Romay re issues on case and research (0.5); participate in dialogue re maps and costs to have drawn by debtor (0.25); review computation of claim by Hellfrich for Banks (0.5); review and edit proof of claim for banks (1.25).	6.00
07/26/10	Romay, Andres G. Meeting with Stephens and debtors regarding sales process, valuation, and other matters; draft and revise roof of claim; draft and revise meeting agenda for meeting with Stephens.	4.00
07/27/10	Kelley, Charles S. Conference with A. Romay re [REDACTED] (0.25); further edits and revisions to POC of bank (0.5); review [REDACTED] letter regarding financing of [REDACTED] (0.25); Conference with client [REDACTED] (0.5); correspondence to lenders re same (0.25); review issues on overbudget work on Squeeze jobs/saltwater wells and DIP and Credit	5.50

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 7
Kelley, Charles S.

DESCRIPTION OF LEGAL SERVICES

<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	Agreement (1.25); review lien claims and amounts filed regarding Borrower's property (0.25); review engagement agreement of consultants for Lenders (0.25); further edit and revision to supplement to POC (0.5); conference with UBOC re [REDACTED] (0.5); conference with Allen of BMO re [REDACTED] (0.25); evaluate and analyze proof of claim amounts (0.25); conference with A Romay re [REDACTED] (0.25);.	
07/27/10	Romay, Andres G. Revise proof of claim; email correspondence regarding the same; research recoupment in connection with opposition to Vada's motion.	6.75
07/28/10	Folladori, Marc H. Review commitment letter and letter agreement with [REDACTED]; review purchase agreement procedures; respond to C. Kelley, A. Romay regarding comments, etc.	1.25
07/28/10	Kelley, Charles S. Evaluate issues on overbudget work on squeeze job (0.5); explore potential operational consultants for Louisiana on-shore assets (1.0); conference with FAs to discuss [REDACTED] (0.5); review [REDACTED] (0.25); conference with M. Follidori re review of letters from [REDACTED] (0.25); conference with Wallander re J. Ryan issues and negotiation and lender requests (0.75); correspondence to client re J. Ryan issues (0.25); correspondence to Committee and Debtors re Lenders POCs (0.25); conference with Huddleston on [REDACTED] (0.5); review officers' employment agreements (0.25); draft correspondence to Debtor re Lenders' position on J. Ryan (0.25); review feedback from Follidori on [REDACTED] (0.25).	5.00
07/28/10	Romay, Andres G. Email correspondence regarding proof of claim; telephone conversations regarding the same; revise proofs of claim; file proofs of claim; research opposition to Vada's motion for recoupment.	4.50
07/29/10	Kelley, Charles S. Review Vada motion and conference with Romay re [REDACTED] (0.25); Meeting with FAs to discuss [REDACTED] (1.25); Conference with Wallander re Banks views on overage on budget re squeeze jobs (0.5); draft detailed correspondence re KERP and budget overages (0.5); discussion with T McGraw and M Allen re [REDACTED] (0.5); draft detailed correspondence with Agent re discussions (0.5)	3.50
07/29/10	Romay, Andres G. Lunch meeting with Bill Von Gonten to discuss status of case and role of consultant in connection with bankruptcy case. Research regarding [REDACTED]. Draft and revise objection to Vada's motion. Email correspondence regarding retention of Bill Von Gonten; draft and revise retention letter for consultant.	8.50

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 8
Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
07/30/10	Kelley, Charles S.	Review and edit objection to Vada motion (0.5); telephone conference with Committee counsel re issues on information from borrowers, request for extension on disputing liens of bank, and J. Ryan conflict issues (1.25); conference with C. Hufft re discovery for Lenders (0.25); draft email summary of discovery request from debtors (1.25).	3.25
07/30/10	Romay, Andres G.	Research regarding recoupment doctrine in connection with opposition to Vada's motions. Email correspondence regarding various issues in the case. Revise objection of lenders regarding Vada's motion.	3.25
Total Hours			163.50

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 9
Kelley, Charles S.

DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Transcripts	473.54
Travel - Airfare	655.80
Travel - Other	98.00
Business Meals - Travel	7.78
Lexis	540.22
Westlaw Research	663.49
Document Reproduction	41.25
Telephone - Conference Calls	30.00
Mailing Charges - Office	16.96
Document Delivery - Office	9.91
Total Disbursements	\$2,536.95

REMITTANCE

Please enclose this remittance advice with your payment so
that your account may be properly credited.

Client Name: Amegy Bank
Matter: 10100468 Tri-Dimension Energy
Invoice Number: 34220687
Invoice Date: September 7, 2010

Current Invoice Amount: \$108,523.20

Previous Outstanding Balance: 103,036.86

Invoice Number	Invoice Date	Amount Due
34202630	07/26/10	103,036.86

TOTAL DUE AND OUTSTANDING: \$211,560.06

AMOUNT ENCLOSED: \$

MAILING ADDRESS

Mayer Brown LLP, 2027 Collection Center Dr., Chicago, Illinois 60693-0020
OR

Wire transfer to our account at Bank of America 231 S. LaSalle Street, Chicago, Illinois 60697
Account Number: 87656-63350
ABA #026-009-593
Swift Code: BOFA US 3N (for int'l wires only)

Please indicate the invoice(s) being paid.

Accounts Receivable contact: Roberto Gonzalez (312) 701-7805
rgonzalez@mayerbrown.com

FOR BANK USE ONLY:

Payor Code: 145333
Apply Invoices: 34220687